

The Count Pourtales Association

Board of Directors' Summary of Key Proposed Changes to Articles of Inc.

This summary has been prepared by the Board as a convenience to highlight what it believes are the principal proposed changes.

Descriptions of the proposed changes reflect the Board's understanding of the amendments and are provided solely as an informational summary only. Members are encouraged to read the full draft of the Second Amended & Restated Articles of Inc.

Category	Key Change
General	Reformatted and reorganized the Articles of Incorporation and updated language and provisions consistent with current Colorado nonprofit corporation drafting practices.
Bylaws Amendment Authority of the Board	Resolved conflicting amendment provisions between the Articles of Incorporation and Bylaws by relocating the Board's authority to amend the Bylaws from the Articles of Incorporation to the Bylaws and removing the conflicting membership amendment provision.
Liability of Directors	Added standard provision addressing limitations of liability and protections available to Directors under Colorado nonprofit corporation law. (Art. 7)